

**COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF TELECOMMUNICATIONS AND ENERGY**

Application of Fitchburg Gas and Electric Light Company,
Pursuant to G.L. c. 164, App. §§ 2-1 through 2-10, and 220
C.M.R. §§ 7.00 et seq., for Approval of its Proposed
Operating Budget and Monthly Surcharge for the
Residential Energy Conservation Service Programs for
the Period January 1, 2005 through December 31, 2005.

D.T.E. 04-102

JOINT MOTION FOR APPROVAL OF SETTLEMENT

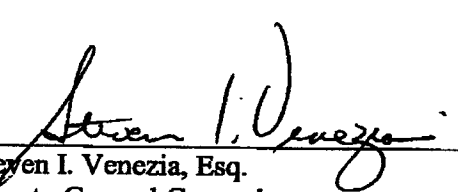
Pursuant to 220 C.M.R. §1.10(8), Fitchburg Gas and Electric Light Company d/b/a Unitil and the Massachusetts Division of Energy Resources (hereinafter collectively referred to as the "Settling Parties") jointly request that the Department of Telecommunications and Energy approve, on or before December 31, 2004, the Offer of Settlement attached hereto.

Respectfully submitted for the Settling Parties by their attorneys this 22nd day of December 2004.

FITCHBURG GAS AND
ELECTRIC LIGHT COMPANY
d/b/a UNITIL

DIVISION OF ENERGY RESOURCES

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and without effect, and shall not constitute any part of the record in this proceeding nor be used for any other purpose.

15. The Department's acceptance of this Settlement does not constitute continuing approval of, or precedent regarding, any particular issue in this proceeding, but such acceptance does constitute a determination that, as the Settling Parties believe, the provisions set forth herein are just and reasonable.

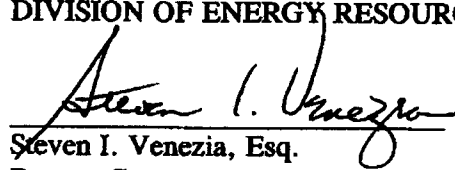
16. The discussions which have produced this Settlement have been conducted on the understanding that all offers of settlement and discussion relating thereto are and shall be privileged, and shall be without prejudice to the position of any party or participant representing any such offer or participating in any such discussion, and are not to be used in any manner in connection with this proceeding, any further proceeding or otherwise.

Wherefore, the Settling Parties agree to jointly petition the Department to approve this Offer of Settlement by submitting a Joint Motion for Approval of Offer of Settlement in accordance with 220 C.M.R. § 1.10(8), and by their attorneys do hereunto affix their names.

FITCHBURG GAS AND ELECTRIC LIGHT COMPANY
d/b/a UNITIL

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